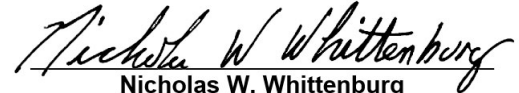




**SO ORDERED.**

**SIGNED this 31st day of March, 2016**

**THIS ORDER HAS BEEN ENTERED ON THE DOCKET.  
PLEASE SEE DOCKET FOR ENTRY DATE.**

  
Nicholas W. Whittenburg  
UNITED STATES BANKRUPTCY JUDGE

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**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF TENNESSEE  
AT CHATTANOOGA**

-----	X	
In re:	:	Chapter 11
	:	
New Beginnings Care, LLC, <i>et al.</i> ,	:	Case No. 1:16-bk-10272-NWW
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
ARENT FOX LLP AS COUNSEL FOR THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS *NUNC PRO TUNC* TO FEBRUARY 18, 2016**

Upon the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of New Beginnings Care, LLC, *et al.* (the "Debtors") appointed pursuant to section 1102 of title 11 of the United States Code §§ 101 *et seq.* (the "Bankruptcy Code") in the above-captioned Chapter 11 cases (the "Chapter 11 Cases"), by and through its proposed counsel, for entry of an order authorizing the employment and retention of Arent Fox LLP ("Arent Fox") as counsel to the Committee, *nunc pro tunc* to February 18, 2016, pursuant to

sections 328(a) 1103(a) of the Bankruptcy Code and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); and upon the Declaration of Robert M. Hirsh, Esq. (the “Hirsh Declaration”) filed in support of the Application; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334(b); and consideration of the Application and the relief requested therein being a core proceeding in accordance with 28 U.S.C. §§ 157(b)(2) on which the Court may enter a final order consistent with Article III of the United States Constitution; and venue being properly in this district under 28 U.S.C. §§ 1408 and 1409; and having found based on the representations made in the Application and the Hirsh Declaration that (i) Arent Fox does not hold or represent any interest adverse to the Committee with respect to the matters for which it is being retained; (ii) Arent Fox is a “disinterested person” as that phrase is defined in section 101(14) of the Bankruptcy Code (as modified by section 1103(b) of the Bankruptcy Code); (iii) neither Arent Fox nor its professionals have any connection with the Debtor, its estate, or creditors, except as disclosed in the Hirsh Declaration; and (iv) Arent Fox’s employment and retention is necessary and in the best interest of the Debtors’ estates, their creditors and other parties in interest; and good and adequate notice of the Application having been given under the circumstances and it appearing that no other or further notice need be provided; and it appearing that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED

1. The Application is approved and granted to the extent provided herein.
2. The capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

3. Arent Fox's employment and retention is necessary and in the best interest of the creditors of the Debtors and their estates, and Arent Fox is authorized to provide the Committee with the professional services as described in the Application.

4. Pursuant to sections 1103 of the Bankruptcy Code and, with respect to Arent Fox hourly rates, section 328(a) of the Bankruptcy Code, and Bankruptcy Rules 2014(a), 2016 and 5002 and Local Bankruptcy Rule 2014, the Committee is hereby authorized and empowered to employ and retain Arent Fox as its counsel, effective *nunc pro tunc* to February 18 , 2016, on the terms and conditions set forth in the Application and the Hirsh Declaration.

5. Arent Fox's hourly rates for its paralegals and attorneys as set forth in the Application and Hirsh Declaration are reasonable, and the retention of Arent Fox as counsel to the Committee, in accordance with Arent Fox's normal hourly rates and disbursement policies as set forth in the Hirsh Declaration, is hereby approved.

6. Compensation and reimbursement for out-of-pocket expenses to be paid to Arent Fox shall be paid as an administrative expense of the Debtor's estate in such amounts as shall be allowed and determined upon appropriate applications to the Court pursuant to Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and all applicable orders and procedures as may be fixed by the Court.

7. Prior to any increases in Arent Fox's rates, as set forth in the Application, Arent Fox shall file a supplemental declaration with the Court and provide ten (10) business days notice to the Debtor sand the Office of the United States Trustee for the Eastern District of Tennessee, which supplemental declaration shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and state whether the Committee has consented to the rate increase.

8. To the extent that the Application or Hirsh Declaration is inconsistent with this Order, the terms of this Order shall govern.

9. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

# # #

APPROVED FOR ENTRY:

By: /s/ Robert M. Hirsh

Robert M. Hirsh

1675 Broadway

New York, NY 10019

Tel: (212) 484-3900

Fax (212) 484-3990

[robert.hirsh@arentfox.com](mailto:robert.hirsh@arentfox.com)

Jerrold D. Farinash, Esq.

FARINASH AND HAYDUK

100 W M L King Blvd #816

Chattanooga, TN 37402

(423) 805-3100

[jdf@fandhlawfirm.com](mailto:jdf@fandhlawfirm.com)

Proposed Counsel for the  
Official Committee of Unsecured Creditors